

Exhibit C

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Dr. Laila Mintas

15 **UNITED STATES DISTRICT COURT**
16 **DISTRICT OF NEVADA**

17 PlayUp, Inc., a Delaware corporation,
18 Plaintiff,
19 v.
20 Dr. Laila Mintas, an individual,
21 Defendant.

Case No. 2:21-cv-02129-GMN-NJK

DECLARATION OF MOSHE COHEN

22 Dr. Laila Mintas, an individual,
23 Counterclaimant,
24 v.
25 PlayUp, Inc., a Delaware corporation; PlayUp
26 Ltd., an Australian company; Daniel Simic, an
27 individual,
28 Counterdefendants.

1
2 I, MOSHE COHEN, of Tel Aviv, Israel, declare as follows:

3 1. Except as otherwise expressly stated to the contrary, this declaration is based upon
4 my personal knowledge of the following facts and, if called a witness, I could and would
5 competently testify to the statements made herein.

6 2. I am the interim Chief Executive Officer of AdRabbit Limited ("AdRabbit").
7 AdRabbit is a technology company registered in Australia.

8 3. I have been advised that PlayUp Limited ("PlayUp"), an Australian company, filed a
9 complaint in the Federal Court of Australia against Dr. Laila Mintas ("Dr. Mintas") related to her
10 employment with PlayUp, Inc. ("PlayUp"), a United States company.

11 4. I have been provided with a copy of a letter dated November 11, 2024 that was
12 submitted to the Federal Court of Australia purporting to have been sent on behalf of AdRabbit and
13 signed by me (the "AdRabbit Letter"). A true and correct copy of the AdRabbit Letter is attached
14 that I reviewed is attached hereto as Exhibit "A".

15 5. There were negotiations with Playup in 2024. We undertook a due diligence process
16 which ended around June 2024 and Adrabbbit elected not to proceed any further and there has been
17 no further business between PlayUp and Adrabbbit.

18 6. In October/November 2024 I did not instruct someone to draft on my behalf the
19 AdRabbit Letter.

20 7. The signature affixed to the AdRabbit Letter is not my signature.

21 8. I did not authorize anyone to affix my signature to the AdRabbit Letter.

22 I declare under penalty of perjury under the laws of the United States of America the
23 foregoing is true and correct.

24 Executed on May 6th, 2025, in Tel Aviv

25
26 By: 
27 MOSHE COHEN
28

Exhibit A

DS-3

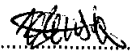


AdRabbit Limited
November 11, 2024

Daniel Simic
Director/CEO
PlayUp Limited
48 Epsom Rd
Zetland NSW 2017

Dear Mr. Simic,

This page and the following 1 page(s) comprise(s) the annexure marked "DS-3" referred to in the affidavit of Daniel Simic sworn before me this 25th day of March 2015.


Solicitor
An Australian Legal Practitioner within the meaning of the Legal Profession Uniform Law (NSW).

Re: Concerns Regarding Pending Legal and Regulatory Matters Affecting the Reverse Takeover Transaction

I hope this letter finds you well. I am writing to you on behalf of AdRabbit Limited regarding the reverse takeover transaction. We remain deeply concerned about a significant issue that continues to pose a material risk to the completion of this transaction.

As you are aware, in August 2024, PlayUp Interactive, trading as Draftstars, received a record fine of AUS\$86,000 from the Downing Centre Local Court in New South Wales. This penalty was imposed after Liquor & Gaming NSW identified 33 illegal advertisements on PlayUp's website, which offered inducements to gamble, including incentives to open new betting accounts—practices explicitly prohibited under NSW law.

While we acknowledge that PlayUp has appealed the conviction for CANs 3-33, along with the severity of the penalty, and that the hearing is scheduled for 15 April 2025, this matter introduces a significant element of uncertainty. Specifically, our concern lies in the potential adverse impact of this legal issue on PlayUp's licensure with the Northern Territory Racing Commission (NTRC).

As we have previously emphasised, AdRabbit requires the resolution of this matter before we can proceed with the transaction. Our primary concern is the potential for this legal situation to jeopardise PlayUp's licensing status, which could have a cascading effect on the business operations and, ultimately, the viability of our investment.

We understand that PlayUp is actively addressing this issue and remains committed to a favourable resolution. However, given the significance of this matter, we respectfully request a detailed update on your strategic approach to managing these legal challenges, including any risk mitigation measures you are implementing to protect your NTRC license.

Furthermore, we seek assurances that PlayUp's current and projected financial stability can sustain operations and address potential regulatory fallout should the appeal process not yield the desired outcome.

We value our relationship with PlayUp and remain hopeful that this hurdle can be resolved promptly. However, the resolution of this legal matter is crucial for us to proceed with confidence in the reverse takeover transaction.

We appreciate your attention to this matter and look forward to your prompt and comprehensive response.

Yours sincerely,

Moshe Cohen

Moshe Cohen
Director
AdRabbit Limited